

RECORDED NO. 24020 FILED

JUN 28 12

12-31 PM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 28, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Schedule No. 1 to Master Equipment Lease Agreement, dated as of June 28, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
Lessee:	Wisconsin Central Ltd. c/o Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

159 railcars within the series WC 86000 – WC 86261

Mr. Vernon A. Williams  
June 28, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Schedule No. 1 to Master Equipment Lease Agreement,  
dated as of June 28, 2002

Also enclosed is a check in the amount of \$30.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDING NO. 24020 FILED

JUN 28 12

12:31 PM

ALLFIRST BANK

SURFACE TRANSPORTATION BOARD

---

MEMORANDUM OF SCHEDULE NO. 1  
TO MASTER EQUIPMENT LEASE AGREEMENT

dated as of June 28, 2002

between

ALLFIRST BANK,  
as Lessor

and

WISCONSIN CENTRAL LTD.,  
as Lessee

---

**MEMORANDUM OF SCHEDULE NO. 1 TO MASTER EQUIPMENT LEASE AGREEMENT**

**THIS MEMORANDUM OF SCHEDULE NO. 1 TO MASTER EQUIPMENT LEASE AGREEMENT**

is made and entered into as of June 28, 2002 by and between ALLFIRST BANK, a Maryland banking corporation ("Lessor"), and WISCONSIN CENTRAL LTD., an Illinois corporation ("Lessee"), with reference to the following:


1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 1 dated as of June 28, 2002 between Lessor and Lessee to the Master Equipment Lease Agreement dated as of June 28, 2002 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the latest execution date thereof and shall be subject to the term of the Lease, as defined therein.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK

Lessor

By:   
Richard M. Folio  
Vice President

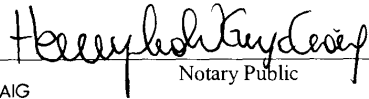
WISCONSIN CENTRAL LTD.

Lessee

By: \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27<sup>th</sup> day of June, 2002 before me personally appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK, a Maryland banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this \_\_\_\_ day of June, 2002 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Attorney

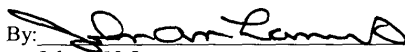
Bar Number:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK  
Lessor

By: \_\_\_\_\_  
Richard M. Folio  
Vice President

WISCONSIN CENTRAL LTD.  
Lessee

By:  \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this \_\_\_\_ day of June, 2002 before me personally appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK, a Maryland banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

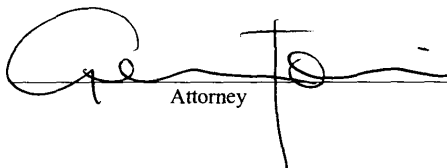
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 27<sup>th</sup> day of June, 2002 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of WISCONSIN CENTRAL LTD., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

 \_\_\_\_\_  
Attorney

Bar Number: 190021-8

DESCRIPTION OF RAILCARS

One-hundred fifty-nine (159) covered hopper railcars, built by National Steel Car Limited in Hamilton, Ontario, as more particularly described hereinbelow:

<b>Car Initial</b>	<b>Car Number</b>	<b>AAR Type</b>	<b>Year Built</b>	<b>Cubic Capacity</b>	<b>Plate</b>	<b>Pockets</b>
WC	86000	C113	79	4650	C	4
WC	86001	C113	79	4650	C	4
WC	86002	C113	79	4650	C	4
WC	86003	C113	79	4650	C	4
WC	86004	C113	79	4650	C	4
WC	86005	C113	79	4650	C	4
WC	86007	C113	79	4650	C	4
WC	86008	C113	79	4650	C	4
WC	86009	C113	79	4650	C	4
WC	86010	C113	79	4650	C	4
WC	86011	C113	79	4650	C	4
WC	86012	C113	79	4650	C	4
WC	86013	C113	79	4650	C	4
WC	86014	C113	79	4650	C	4
WC	86015	C113	79	4650	C	4
WC	86016	C113	79	4650	C	4
WC	86017	C113	79	4650	C	4
WC	86018	C113	79	4650	C	4
WC	86019	C113	79	4650	C	4
WC	86020	C113	79	4650	C	4
WC	86021	C113	79	4650	C	4
WC	86022	C113	79	4650	C	4
WC	86023	C113	79	4650	C	4
WC	86024	C113	79	4650	C	4
WC	86025	C113	79	4650	C	4
WC	86026	C113	79	4650	C	4
WC	86027	C113	79	4650	C	4
WC	86028	C113	79	4650	C	4
WC	86029	C113	79	4650	C	4
WC	86030	C113	79	4650	C	4
WC	86031	C113	79	4650	C	4
WC	86032	C113	79	4650	C	4
WC	86033	C113	79	4650	C	4
WC	86034	C113	79	4650	C	4
WC	86035	C113	79	4650	C	4
WC	86036	C113	79	4650	C	4

WC	86037	C113	79	4650	C	4
WC	86038	C113	79	4650	C	4
WC	86039	C113	79	4650	C	4
WC	86040	C113	79	4650	C	4
WC	86041	C113	79	4650	C	4
WC	86042	C113	79	4650	C	4
WC	86043	C113	79	4650	C	4
WC	86044	C113	79	4650	C	4
WC	86045	C113	79	4650	C	4
WC	86046	C113	79	4650	C	4
WC	86047	C113	79	4650	C	4
WC	86048	C113	79	4650	C	4
WC	86049	C113	79	4650	C	4
WC	86050	C113	79	4650	C	4
WC	86051	C113	79	4650	C	4
WC	86052	C113	79	4650	C	4
WC	86053	C113	79	4650	C	4
WC	86054	C113	79	4650	C	4
WC	86055	C113	79	4650	C	4
WC	86056	C113	79	4650	C	4
WC	86058	C113	79	4650	C	4
WC	86059	C113	79	4650	C	4
WC	86060	C113	79	4650	C	4
WC	86061	C113	79	4650	C	4
WC	86062	C113	79	4650	C	4
WC	86063	C113	79	4650	C	4
WC	86064	C113	80	4650	C	4
WC	86065	C113	80	4650	C	4
WC	86066	C113	80	4650	C	4
WC	86067	C113	80	4650	C	4
WC	86068	C113	80	4650	C	4
WC	86069	C113	80	4650	C	4
WC	86071	C113	80	4650	C	4
WC	86072	C113	80	4650	C	4
WC	86073	C113	80	4650	C	4
WC	86074	C113	80	4650	C	4
WC	86075	C113	80	4650	C	4
WC	86076	C113	80	4650	C	4
WC	86077	C113	80	4650	C	4
WC	86078	C113	80	4650	C	4
WC	86079	C113	80	4650	C	4
WC	86080	C113	80	4650	C	4
WC	86081	C113	80	4650	C	4
WC	86082	C113	80	4650	C	4
WC	86083	C113	80	4650	C	4
WC	86084	C113	80	4650	C	4
WC	86085	C113	80	4650	C	4
WC	86086	C113	80	4650	C	4
WC	86087	C113	80	4650	C	4

WC	86088	C113	80	4650	C	4
WC	86089	C113	80	4650	C	4
WC	86090	C113	79	4650	C	4
WC	86091	C113	79	4650	C	4
WC	86092	C113	79	4650	C	4
WC	86093	C113	79	4650	C	4
WC	86094	C113	79	4650	C	4
WC	86095	C113	79	4650	C	4
WC	86096	C113	79	4650	C	4
WC	86097	C113	79	4650	C	4
WC	86098	C113	79	4650	C	4
WC	86099	C113	79	4650	C	4
WC	86100	C113	79	4650	C	4
WC	86102	C113	79	4650	C	4
WC	86103	C113	79	4650	C	4
WC	86104	C113	79	4650	C	4
WC	86105	C113	79	4650	C	4
WC	86106	C113	79	4650	C	4
WC	86107	C113	79	4650	C	4
WC	86108	C113	79	4650	C	4
WC	86109	C113	79	4650	C	4
WC	86110	C113	79	4650	C	4
WC	86111	C113	79	4650	C	4
WC	86112	C113	79	4650	C	4
WC	86113	C113	79	4650	C	4
WC	86114	C113	79	4650	C	4
WC	86115	C113	79	4650	C	4
WC	86116	C113	79	4650	C	4
WC	86117	C113	79	4650	C	4
WC	86118	C113	79	4650	C	4
WC	86119	C113	79	4650	C	4
WC	86121	C113	79	4650	C	4
WC	86122	C113	79	4650	C	4
WC	86123	C113	79	4650	C	4
WC	86124	C113	79	4650	C	4
WC	86125	C113	79	4650	C	4
WC	86126	C113	79	4650	C	4
WC	86127	C113	79	4650	C	4
WC	86128	C113	79	4650	C	4
WC	86129	C113	79	4650	C	4
WC	86130	C113	79	4650	C	4
WC	86131	C113	79	4650	C	4
WC	86132	C113	79	4650	C	4
WC	86133	C113	79	4650	C	4
WC	86134	C113	79	4650	C	4
WC	86135	C113	79	4650	C	4
WC	86136	C113	79	4650	C	4
WC	86138	C113	79	4650	C	4
WC	86139	C113	79	4650	C	4

WC	86140	C113	79	4650	C	4
WC	86141	C113	79	4650	C	4
WC	86142	C113	79	4650	C	4
WC	86143	C113	79	4650	C	4
WC	86144	C113	79	4650	C	4
WC	86145	C113	79	4650	C	4
WC	86146	C113	79	4650	C	4
WC	86147	C113	79	4650	C	4
WC	86148	C113	79	4650	C	4
WC	86149	C113	79	4650	C	4
WC	86150	C113	79	4650	C	4
WC	86151	C113	79	4650	C	4
WC	86152	C113	79	4650	C	4
WC	86153	C113	79	4650	C	4
WC	86154	C113	79	4650	C	4
WC	86155	C113	79	4650	C	4
WC	86156	C113	79	4650	C	4
WC	86157	C113	79	4650	C	4
WC	86158	C113	79	4650	C	4
WC	86160	C113	79	4650	C	4
WC	86161	C113	79	4650	C	4
WC	86162	C113	79	4650	C	4
WC	86163	C113	79	4650	C	4
WC	86164	C113	79	4650	C	4
WC	86261	C113	80	4650	C	4